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9 *Co-Lead Counsel for the Direct Purchaser Plaintiffs*

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UNITED STATES DISTRICT COURT

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NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

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15 IN RE: TFT-LCD (FLAT PANEL)
ANTITRUST LITIGATION

Case No. MDL 3:07-md-1827 SI

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17 This Document Relates to:

CLASS ACTION

18

ALL DIRECT PURCHASER CLASS
ACTIONS

**DECLARATION OF RICHARD M.
HEIMANN IN SUPPORT OF DIRECT
PURCHASER PLAINTIFFS' MOTION
FOR ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES, AND
INCENTIVE AWARDS**

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Date: December 19, 2011
Time: 4:00 p.m.
Crtrm.: 10, 19th Floor

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The Honorable Susan Illston

1 I, Richard M. Heimann, declare as follows:

2 1. I am a partner with the law firm of Lieff, Cabraser, Heimann & Bernstein, LLP.
 3 My firm is counsel to A.M. Photo & Imaging Center, Inc., a plaintiff in this action. I make this
 4 Declaration based on my personal knowledge. If called as a witness, I could and would
 5 competently testify to the matters stated herein.

6 2. I am familiar with the Court's Pretrial Order No. 3, entered on July 13, 2007 (Doc.
 7 No. 224) which sets forth the record keeping requirements of Direct Purchaser Class Plaintiffs'
 8 Liaison Counsel ("Liaison Counsel") in this case, and the requirement to submit to Liaison
 9 Counsel, on a monthly basis, contemporaneously-prepared attorney and paralegal-time and
 10 expense reports and expense records. The time and expenses that have been reported to Liaison
 11 Counsel by my firm have complied to the best of our ability with the reporting requirements of the
 12 Court's Pretrial Order No. 3.

13 3. As explained in the accompanying Declaration of Bruce L. Simon in Support of
 14 Direct Purchaser Class Plaintiffs' Motion for Attorneys' Fees, Reimbursement of Expenses, and
 15 Incentive Awards, I was appointed Interim Co-Lead Class Counsel and subsequently Co-Lead
 16 Class Counsel along with Bruce Simon on behalf of the Direct Purchaser Class. In that capacity, I
 17 oversaw Lieff Cabraser's and other Plaintiffs' Counsel's work in this matter, as described in the
 18 accompanying Simon Declaration. While I will not here repeat the summary of the prosecution
 19 contained in the Simon Declaration, I will provide a short summary of the work Lieff Cabraser
 20 performed on behalf of the Direct Purchaser Class. This firm, in conjunction with Mr. Simon's
 21 firm and other counsel, and for some tasks by itself, investigated the TFT-LCD industry;
 22 researched and drafted its client's complaint and the consolidated amended complaints; briefed the
 23 multiple oppositions to the motions to dismiss; briefed and argued procedural motions at hearings
 24 and case management conferences; drafted and negotiated numerous case management and
 25 discovery stipulations and proposed orders; drafted and responded to discovery requests; engaged
 26 Autonomy, the document database hosting purveyor; researched, retained, and worked with the
 27 experts (Dr. Leamer, Dr. Flamm, and Dr. Fontecchio) and with the consultants; briefed the class
 28 certification motion and oversaw the experts and their deposition preparation; researched and

1 drafted the motion to require the amnesty applicant to comply with ACPERA; conducted
 2 numerous hearings before this Court and the two Special Masters; traveled throughout the United
 3 States and Asia to depose defendants' employees and officers; organized the document review;
 4 oversaw numerous attorneys fluent in Korean, Japanese, and Chinese to review defendants'
 5 foreign language documents; reviewed defendants' English language documents; researched,
 6 obtained, and reviewed third-party data; conducted analyses of defendants' sales and price
 7 information; developed a strategy and participated in the settlement negotiations and the
 8 settlement documentation drafting; and drafted the settlement briefs and notices and claim form.

9 4. The total hours and lodestar, at historical rates, is summarized on Attachment 1
 10 hereto. All work reported by my firm's attorneys, paralegals, and support staff on behalf of Direct
 11 Purchasers in this matter was performed on a wholly contingent basis. The historical rates set
 12 forth in Attachment 1 are the hourly rates in effect at the time work was performed. These rates
 13 are the same rates charged to hourly clients, although one client of this law firm receives a ten
 14 percent discount.

15 4. My firm incurred the following costs: third party data purchasing, expert costs,
 16 database hosting charges, copying, travel and other related expenses, electronic computer research,
 17 photocopying, faxing, and mailing charges, printing, telephone, and other costs that are
 18 summarized on Attachment 2. These costs were incurred on behalf of Direct Purchasers by my
 19 firm on a contingent basis, and have not been reimbursed. The records of these costs are reflected
 20 in Lieff Cabraser's books and records. I have reviewed the time and expenses reported by my firm
 21 in this case that are included in the Motion for Attorneys' Fees, Reimbursement of Expenses, and
 22 Incentive Awards, and I affirm that they are true and accurate.

23 I declare under penalty of perjury under the laws of the United States of America that the
 24 foregoing is true and correct.

25 Executed on October 28, 2011 at San Francisco, California.

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/s/ Richard M. Heimann
RICHARD M. HEIMANN

LIEFF CABRASER HEIMANN & BERNSTEIN, LLP
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Report created on	10/27/2011 12:45:58 PM	From	Inception
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To	8/31/2011
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Matter Number: 3209-0001**LIQUID CRYSTAL DISPLAY - DIRECT CASE****PARTNER**

NAME	HOURS	RATE	TOTAL
ELIZABETH CABRASER	3.90	775.00	3,022.50
ELIZABETH CABRASER	2.50	825.00	2,062.50
ELIZABETH CABRASER	0.40	850.00	340.00
RICHARD HEIMANN	77.00	775.00	59,675.00
RICHARD HEIMANN	118.80	800.00	95,040.00
RICHARD HEIMANN	212.80	825.00	175,560.00
RICHARD HEIMANN	81.90	850.00	69,615.00
RICHARD HEIMANN	72.40	875.00	63,350.00
WILLIAM BERNSTEIN	5.40	775.00	4,185.00
WILLIAM BERNSTEIN	2.70	800.00	2,160.00
WILLIAM BERNSTEIN	9.00	825.00	7,425.00
JOSEPH SAVERI	417.10	650.00	271,115.00
JOSEPH SAVERI	659.30	675.00	445,027.50
JOSEPH SAVERI	981.00	700.00	686,700.00
JOSEPH SAVERI	1,010.90	725.00	732,902.50
JOSEPH SAVERI	606.70	750.00	455,025.00
STEVEN FINEMAN	1.60	650.00	1,040.00
KELLY DERMODY	0.50	625.00	312.50
JONATHAN SELBIN	0.20	600.00	120.00
JONATHAN SELBIN	1.00	625.00	625.00
ROBERT EISLER	9.60	650.00	6,240.00
MICHELE JACKSON	2.00	625.00	1,250.00
MICHELE JACKSON	14.10	650.00	9,165.00
MICHELE JACKSON	35.50	675.00	23,962.50
MICHELE JACKSON	1,455.00	700.00	1,018,500.00
MICHELE JACKSON	1,685.60	725.00	1,222,060.00
MICHELE JACKSON	1,466.70	750.00	1,100,025.00
ERIC FASTIFF	3.00	450.00	1,350.00
ERIC FASTIFF	305.20	475.00	144,970.00
ERIC FASTIFF	396.10	550.00	217,855.00
ERIC FASTIFF	823.30	575.00	473,397.50
ERIC FASTIFF	454.70	600.00	272,820.00
ERIC FASTIFF	664.40	625.00	415,250.00
ELIZABETH ALEXANDER	0.20	450.00	90.00
BRENDAN GLACKIN	3.50	510.00	1,785.00
BRENDAN GLACKIN	1,129.00	535.00	604,015.00
BRENDAN GLACKIN	461.70	560.00	258,552.00

JENNIFER GROSS	18.10	450.00	8,145.00
DANIEL HUTCHINSON	0.20	475.00	95.00
JAHAN SAGAFI	0.70	450.00	315.00
DANIEL BARENBAUM	1.20	425.00	510.00
DANIEL CHIPLOCK	0.40	525.00	210.00
JOY KRUSE	0.40	575.00	230.00
	13,195.70		8,856,094.50

ASSOCIATE

NAME	HOURS	RATE	TOTAL
REBECCA BEDWELL-COLL	196.50	475.00	93,337.50
MIKAELA BERNSTEIN	56.50	300.00	16,950.00
CHRISTOPHER COLEMAN	4.70	395.00	1,856.50
NIMISH DESAI	43.10	295.00	12,714.50
NIMISH DESAI	32.30	305.00	9,851.50
NIMISH DESAI	1.90	350.00	665.00
ALLISON ELGART	0.20	435.00	87.00
JORDAN ELIAS	212.40	380.00	80,712.00
JORDAN ELIAS	596.10	410.00	244,401.00
JORDAN ELIAS	264.70	430.00	113,821.00
JORDAN ELIAS	368.50	475.00	175,037.50
BRENDAN GLACKIN	1,055.10	500.00	527,550.00
BRENDAN GLACKIN	1,226.30	510.00	625,413.00
JENNIFER GROSS	15.40	380.00	5,852.00
KAREN JONES	1,289.60	385.00	496,496.00
KAREN JONES	1,718.20	410.00	704,462.00
KAREN JONES	1,214.90	435.00	528,481.50
ANDREW KINGSDALE	460.10	295.00	135,729.50
ANDREW KINGSDALE	1,116.50	315.00	351,697.50
ANDREW KINGSDALE	797.70	370.00	295,149.00
ANDREW KINGSDALE	446.80	415.00	185,422.00
SARAH LONDON	32.80	250.00	8,200.00
SARAH LONDON	236.60	300.00	70,980.00
SARAH LONDON	15.60	385.00	6,006.00
BING ZHANG RYAN	437.80	385.00	168,553.00
ALISON STOCKING	35.60	370.00	13,172.00
TODD WALBURG	10.00	485.00	4,850.00
	11,885.90		4,877,447.00

LAW CLERK

NAME	HOURS	RATE	TOTAL
CHRISTINE LEE	160.50	260.00	41,730.00
PHONG NGUYEN	26.90	270.00	7,263.00
	187.40		48,993.00

PARALEGAL/CLERK

NAME	HOURS	RATE	TOTAL
SUZANNE HAMILTON	0.10	235.00	23.50
NICOLAS MENARD	9.50	165.00	1,567.50
ADELINA ACUNA	1.00	165.00	165.00
SCOTT ALAMEDA	4.00	260.00	1,040.00
RICHARD ANTHONY	4.30	200.00	860.00
RICHARD ANTHONY	14.80	215.00	3,182.00
RICHARD ANTHONY	1.00	235.00	235.00
RICHARD ANTHONY	1.30	245.00	318.50
RICHARD ANTHONY	7.50	270.00	2,025.00
JAKE BECKER	350.00	190.00	66,500.00
JACOB BECKLUND	209.80	165.00	34,617.00
JACOB BECKLUND	239.80	180.00	43,164.00
WENJIE CAI	2.10	225.00	472.50
WENJIE CAI	2.00	250.00	500.00
TODD CARNAM	1.30	250.00	325.00
SHANDA CHAPIN-RIENZO	234.80	200.00	46,960.00
SHANDA CHAPIN-RIENZO	367.00	215.00	78,905.00
MARIA DEARS	2.10	245.00	514.50
SAMUEL DEPUTY	276.30	180.00	49,734.00
SAMUEL DEPUTY	806.30	190.00	153,197.00
SAMUEL DEPUTY	187.60	225.00	42,210.00
LINDSEY GRUMBO	36.50	205.00	7,482.50
LINDSEY GRUMBO	46.80	215.00	10,062.00
LINDSEY GRUMBO	108.90	225.00	24,502.50
DANIEL LIU	32.10	1.00	32.10
DANIEL LIU	187.20	235.00	43,992.00
DANIEL LIU	378.50	260.00	98,410.00
MELISSA MATHENY	4.50	215.00	967.50
SHAWN MOWRY	118.50	165.00	19,552.50
DARIN RANAHAN	1.50	155.00	232.50
ALAN RUIZ	380.20	200.00	76,040.00
ALAN RUIZ	269.80	225.00	60,705.00
ALAN RUIZ	209.20	250.00	52,300.00
JACK SANFORD	1.50	225.00	337.50
STEVEN SHIN	55.20	225.00	12,420.00
STEVEN SHIN	140.00	250.00	35,000.00
MEAGAN SULLIVAN	19.50	200.00	3,900.00
BRIAN TROXEL	88.20	215.00	18,963.00
BRIAN TROXEL	1,003.60	225.00	225,810.00
BRIAN TROXEL	945.30	235.00	222,145.50
BRIAN TROXEL	636.20	260.00	165,412.00
ALEXANDER ZANE	1.30	205.00	266.50
ALEXANDER ZANE	0.10	225.00	22.50
YANG ZHANG	20.50	215.00	4,407.50
YANG ZHANG	582.60	225.00	131,085.00

YANG ZHANG	76.70	235.00	18,024.50
KIRTI DUGAR	48.50	325.00	15,762.50
KIRTI DUGAR	35.50	335.00	11,892.50
KIRTI DUGAR	31.50	370.00	11,655.00
MORRY SILVERFIELD	0.80	225.00	180.00
	8,183.30		1,798,078.10

OTHER

NAME	HOURS	RATE	TOTAL
SCOTT ALAMEDA	24.90	240.00	5,976.00
SCOTT ALAMEDA	173.80	250.00	43,450.00
SCOTT ALAMEDA	11.50	260.00	2,990.00
ROBERT DE MARIA	65.20	250.00	16,300.00
ROBERT DE MARIA	28.40	275.00	7,810.00
ROBERT DE MARIA	0.50	285.00	142.50
ROBERT DE MARIA	11.80	320.00	3,776.00
MIRIAM GORDON	0.60	175.00	105.00
ELIZABETH JUNG	9.20	385.00	3,542.00
ISIS KANG	778.00	270.00	210,060.00
JAMES KIM	2,491.30	385.00	959,150.50
SAMANTHA KIM	27.50	385.00	10,587.50
JAMES KIM	1,282.00	435.00	557,670.00
EUNICE KO	1,407.00	410.00	576,870.00
EUNICE KO	1,216.00	435.00	528,960.00
SANNY LAU	724.00	385.00	278,740.00
SANNY LAU	1,296.00	410.00	531,360.00
JONATHAN LEE	5.50	295.00	1,622.50
DANIEL MADAR	1,500.50	385.00	577,692.50
MAJOR MUGRAGE	19.50	240.00	4,680.00
MAJOR MUGRAGE	126.50	250.00	31,625.00
MAJOR MUGRAGE	13.40	260.00	3,484.00
MAJOR MUGRAGE	12.00	285.00	3,420.00
RENEE MUKHERJI	2.40	180.00	432.00
RENEE MUKHERJI	22.00	190.00	4,180.00
RENEE MUKHERJI	6.80	200.00	1,360.00
RENEE MUKHERJI	12.20	210.00	2,562.00
RENEE MUKHERJI	6.30	235.00	1,480.50
ANIL NAMBIAR	1.00	285.00	285.00
KELLY NOGUCHI	1,119.40	385.00	430,969.00
HISUN RIM	2,933.90	235.00	689,466.50
HISUN RIM	1,259.30	260.00	327,418.00
LAUREN SALAS	7.00	385.00	2,695.00
MICAH TREXLER	10.70	200.00	2,140.00
ROSE WALLER	399.70	385.00	153,884.50
CHUN-WEI WU	2,115.70	385.00	814,544.50
CHUN-WEI WU	1,016.00	435.00	441,960.00

KYOKO YAMADA	223.50	410.00	91,635.00
SHIHO YAMAMOTO	533.30	235.00	125,325.50
CYRUS YAMAT	34.00	260.00	8,840.00
CYRUS YAMAT	46.50	285.00	13,252.50
INNA ZATULOVSKY	155.30	385.00	59,790.50
ANTHONY GRANT	9.00	250.00	2,250.00
ANTHONY GRANT	12.00	260.00	3,120.00
ANTHONY GRANT	134.00	285.00	38,190.00
RALPH HUGO	3.50	240.00	840.00
SAT KRIYA KHALSA	40.80	240.00	9,792.00
SAT KRIYA KHALSA	94.20	250.00	23,550.00
SAT KRIYA KHALSA	3.50	260.00	910.00
SAT KRIYA KHALSA	22.50	285.00	6,412.50
	21,449.60		7,617,298.50
MATTER TOTAL	54,901.90		23,197,911.10

Adjusted to conform to reported lodestar: \$22,192,891.50

Attachment 2
In re TFT-LCD (Flat Panel) Antitrust Litigation
Lieff, Cabraser, Heimann & Bernstein, LLP
Reported Expenses Incurred on Behalf of Direct Purchaser Plaintiffs
Inception Through October 15, 2011

Reported Expenses (By Type)	Amount Incurred
Computer Research	157,186.28
Copying/Reproduction	92,776.76
Court Costs/Filing Fees	1,038.15
Court Reporting/Hearing Transcripts	24,308.02
Delivery/Courier	30,522.01
E-Discovery/Support	21,722.53
Expert Witness Fees	7,560.00
Facsimile	500.00
Mailing/Postage	6,919.87
Miscellaneous	60.00
Printing/Binding	147,935.20
Service of Process	15,455.20
Special Master/Mediation Services	13,105.82
Telephone	22,270.60
Translation Services	13,163.69
Travel - Airfare	63,815.56
Travel - Car Rental/Taxi/Parking	5,483.83
Travel - Lodging	34,095.79
Travel - Meals	17,234.06
Trial Exhibits	304.34
Vendor - Other (Flash Drives)	1,691.66
Vendor - Other (Samsung Monitors)	2,551.90
Vendor - Other (SID Conference Book)	1,277.35
Total:	\$ 680,978.62